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Attorneys for Defendants Mark Zuckerberg, Sheryl Sandberg, Marc Andreessen, Andrew W. Houston, Erskine B. Bowles, Jeffrey D. Zients, Susan Desmond-Hellmann, Nancy Killefer, Tracey T. Travis, Robert M. Kimmitt, Reed Hastings and Peter A. Thiel, and Nominal Defendant Facebook, Inc.

Additional Counsel Listed on Signature Page

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

NATALIE OCEGUEDA, derivatively on
 behalf of FACEBOOK, INC.,

Plaintiff,

vs.

MARK ZUCKERBERG, SHERYL
 SANDBERG, MARC ANDREESSEN,
 ANDREW W. HOUSTON, ERSKINE B.
 BOWLES, JEFFREY D. ZIENTS, SUSAN
 DESMOND-HELLMANN, NANCY
 KILLEFER, TRACEY T. TRAVIS,
 ROBERT M. KIMMITT, REED HASTINGS,
 PETER A. THIEL, and DOES 1-30,

Defendants.,

-and-

FACEBOOK, INC.,

Nominal Defendant.

CASE NO. 3:20-cv-04444-LB

**STIPULATION AND ~~PROPOSED~~
 ORDER REGARDING BRIEFING
 SCHEDULE FOR RESPONSE TO
 PLAINTIFF'S COMPLAINT**

(Civil L.R. 6-1, 6-2, 7-12)

Hon. Laurel Beeler

1 **WHEREAS**, on July 2, 2020, Plaintiff Natalie Ocegueda (“Plaintiff”) commenced this
 2 shareholder derivative action on behalf of Nominal Defendant Facebook, Inc. (“Facebook”)
 3 against Defendants Mark Zuckerberg, Sheryl Sandberg, Marc Andreessen, Andrew W. Houston,
 4 Erskine B. Bowles, Jeffrey D. Zients, Susan Desmond-Hellmann, Nancy Killefer, Tracey T.
 5 Travis, Robert M. Kimmitt, Reed Hastings, and Peter A. Thiel (collectively, the “Individual
 6 Defendants” and, together with Facebook, “Defendants” and, together with Plaintiff, the
 7 “Parties”);

8 **WHEREAS**, Plaintiff’s Verified Shareholder Derivative Complaint (“Complaint”) asserts
 9 claims for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, abuse of control,
 10 and unjust enrichment (collectively, the “State-Law Claims”) and pursuant to Section 14(a) of the
 11 Securities Exchange Act of 1934 (the “Federal Claim”);

12 **WHEREAS**, absent an extension, Facebook would be due to answer, move, or otherwise
 13 respond to the Complaint on or before September 21, 2020 (*see* Dkt. No. 9);

14 **WHEREAS**, absent an extension, the Individual Defendants would be due to answer,
 15 move, or otherwise respond to the complaint on or before September 21, 2020 (*see* Dkt. Nos. 16
 16 through 27);

17 **WHEREAS**, the Court has scheduled an Initial Case Management Conference for October
 18 1, 2020 (*see* Dkt. No. 5);

19 **WHEREAS**, Defendants anticipate moving to dismiss the Federal and State Claims
 20 asserted against them on several bases, including for failure to make a pre-suit demand on
 21 Facebook’s Board of Directors prior to commencing this action, and further moving to dismiss the
 22 Federal Claim for failure to state a claim pursuant to Federal Rule of Civil Procedure 12(b)(6);

23 **WHEREAS**, in the interest of efficiency, the Parties have conferred and agreed that
 24 Defendants may reserve the right to move for dismissal of the State-Law Claims for failure to state
 25 a claim pursuant to Rule 12(b)(6), as appropriate, following resolution of Defendants’ initial
 26 motion(s) to dismiss;

27 **WHEREAS**, the Parties believe a unified briefing schedule for both the Individual
 28 Defendants and Facebook that takes into account the difficulties presented by the global COVID-

19 pandemic and intervening holidays is in the best interest of the Court and Parties; and

2 **WHEREAS**, counsel for the Parties respectfully submit that good cause exists to
3 coordinate responses to the Complaint;

4 **IT IS ACCORDINGLY STIPULATED**, by and between the undersigned counsel for the
5 Parties, that:

6 1. Facebook and the Individual Defendants shall move, answer, or otherwise respond
7 to the Federal and State-Law Claims in the Complaint by no later than October 5, 2020, reserving
8 their right to move for dismissal of the State-Law Claims for failure to state a claim pursuant to
9 Rule 12(b)(6), as appropriate, following resolution of their initial motion(s) to dismiss;

10 2. Plaintiff shall respond to any motion(s) to dismiss by no later than November 20,
11 2020; and

12 3. Facebook and the Individual Defendants shall file any replies in support of their
13 motion(s) to dismiss by no later than December 21, 2020.

14 DATED: September 11, 2020

LATHAM & WATKINS LLP

15
16 By /s/ Elizabeth L. Deeley
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Zients, Susan Desmond-Hellmann, Nancy
Killefer, Tracey T. Travis, Robert M. Kimmitt,
Reed Hastings and Peter A. Thiel, and
Nominal Defendant Facebook, Inc*

DATED: September 11, 2020

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PURSUANT TO STIPULATION, **IT IS SO ORDERED.**

DATED: September 14, 2020



Hon. Laurel Beeler
United States Magistrate Judge

SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing Stipulation and [Proposed] Order Regarding Briefing Schedule for All Defendants to Respond to Plaintiff's Complaint. Pursuant to L.R 5-1(i)(3) regarding signatures, I, Elizabeth L. Deeley, attest that concurrence in the filing of this document has been obtained.

DATED: September 11, 2020

/s/ Elizabeth L. Deeley

Elizabeth L. Deeley

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PETER A. THIEL, and DOES 1-30,

Defendants.,

-and-

FACEBOOK, INC.,

Nominal Defendant

Case No.: 3:20-cv-04444-LB

**DECLARATION OF ELIZABETH L.
DEELEY IN SUPPORT OF STIPULATION
REGARDING BRIEFING SCHEDULE FOR
RESPONSE TO PLAINTIFF'S COMPLAINT**

(Civil L.R. 6-1, 6-2, 7-12)

Hon. Laurel Beeler

1 I, Elizabeth L. Deeley, hereby declare as follows:

2 1. I am an attorney admitted to practice law in the state of California and a partner at
 3 Latham & Watkins LLP, counsel of record for Defendants Mark Zuckerberg, Sheryl Sandberg,
 4 Marc Andreessen, Andrew W. Houston, Erskine B. Bowles, Jeffrey D. Zients, Susan Desmond-
 5 Hellmann, Nancy Killefer, Tracey T. Travis, Robert M. Kimmitt, Reed Hastings and Peter A.
 6 Thiel (collectively, the “Individual Defendants”), all of whom are current or former directors and
 7 officers of Facebook, Inc., and Nominal Defendant Facebook, Inc. (“Facebook” and, together
 8 with the Individual Defendants, “Defendants”) in the above-captioned action. I submit this
 9 declaration in support of the parties’ Stipulation Regarding the Briefing Schedule for All
 10 Defendants to Respond to the Complaint. I make this declaration based on my personal
 11 knowledge.

12 2. On September 10 and 11, 2020, my colleague and co-counsel in this action,
 13 Andrew Clubok, communicated by electronic mail and telephone with Frank Bottini, counsel for
 14 Plaintiff Natalie Ocegueda, regarding the time for Defendants to respond to the Verified
 15 Shareholder Derivative Complaint (the “Complaint”) (Dkt. No. 1) filed in this action and
 16 concerning impending case management deadlines.

17 3. All parties are in agreement that, due to the global COVID-19 pandemic and
 18 intervening holidays, the Individual Defendants’ and Facebook’s time to respond to the
 19 Complaint, including those deadlines set forth in the July 6, 2020 Initial Case Management Order
 20 (Dkt. No. 5) should be extended for the reasons set forth in the accompanying stipulation.

21 4. This is the first extension of time the parties are requesting.

22 5. No other deadlines in this action will be affected by this extension other than
 23 those specified in the accompanying stipulation.

24 I declare under penalty of perjury that the foregoing is true and correct.

25 Executed this 11th Day of September 2020, in San Francisco, California.

26
 27 /s/ Elizabeth L. Deeley
 Elizabeth L. Deeley